

HAWAIIAN HOLDINGS INC
Form 4
May 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RC Aviation Management LLC

2. Issuer Name and Ticker or Trading Symbol
HAWAIIAN HOLDINGS INC [HA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12730 HIGH BLUFF DRIVE SUITE 180

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2006

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
SAN DIEGO, CA 92130

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 05/08/2006 | | J(1) | 6,848,948 D \$ 0 | 3,151,052 | I | See Footnote (2) |
| Common Stock | 05/08/2006 | | J(1) | 1,105,882 A \$ 0 | 1,105,882 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Series A Convertible Note | \$ 4.35 | 04/21/2006 | | J ⁽³⁾ | 893,300 ⁽⁴⁾ | 06/01/2006 | 06/01/2010 | Common Stock |
| Series B Convertible Note | \$ 4.35 | 04/21/2006 | | J ⁽³⁾ | 486,010 ⁽⁴⁾ | 06/01/2006 | 06/01/2010 | Common Stock |
| Common Stock Warrant | \$ 7.2 | 05/03/2006 | | J ⁽⁵⁾ | 5,973,384 ⁽⁶⁾ | 11/17/2005 | 06/01/2010 | Common Stock |
| Series A Convertible Note | \$ 4.35 | 04/21/2006 | | J ⁽³⁾ | 94,584 ⁽⁴⁾ | 06/01/2006 | 06/01/2010 | Common Stock |
| Series B Convertible Note | \$ 4.35 | 04/21/2006 | | J ⁽³⁾ | 51,460 ⁽⁴⁾ | 06/01/2006 | 06/01/2010 | Common Stock |
| Common Stock Warrant | \$ 7.2 | 05/03/2006 | | J ⁽⁵⁾ | 758,158 ⁽⁶⁾ | 11/17/2005 | 06/01/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RC Aviation Management LLC 12730 HIGH BLUFF DRIVE SUITE 180 SAN DIEGO, CA 92130 | | X | | |

Signatures

/s/ Lawrence S. Hershfield 05/09/2006

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- As required by that certain Second Amended and Restated Limited Liability Company Operating Agreement dated as of June 1, 2005
- (1) entered into between RC Aviation, LLC and its members, RC Aviation, LLC distributed these securities to its members per that Operating Agreement following the effectiveness of the Issuer's Registration Statement on Form S-3.
 - (2) Owned indirectly through RC Aviation, LLC
 - (3) Acquired pursuant to that certain Note Purchase Agreement dated as of June 1, 2005 by and between RC Aviation, LLC and the Issuer
 - (4) Based on an assumed conversion of the Note at \$4.35 per share
 - (5) Acquired pursuant to that certain Common Stock Warrant issued by the Issuer to RC Aviation, LLC on November 17, 2005

As required by that certain Second Amended and Restated Limited Liability Company Operating Agreement dated as of June 1, 2005

- (6) entered into between RC Aviation, LLC and its members, RC Aviation, LLC distributed this Warrant to its members per that Operating Agreement following the effectiveness of the Issuer's Registration Statement on Form S-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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